

United States Bankruptcy Court
Eastern District of California

In re **Cal State Growth Fund**
 Debtor

Case No. **11-30626**

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	2	1,044,000.00		
B - Personal Property	Yes	3	6,581,985.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	28		9,220,146.00	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		38			
Total Assets			7,625,985.00		
Total Liabilities				9,220,146.00	

United States Bankruptcy Court
Eastern District of California

In re Cal State Growth Fund,
 Debtor

Case No. 11-30626

Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Vacant land, 2 parcels at 7473 and 7467 S. Newcastle Road, Stockton, California	Fee simple	-	120,000.00	0.00
Vacant land, 2 parcels, 5 acres, 9138 Avenue A, Mountain Ranch, California	Fee simple	-	65,000.00	0.00
Single family residence, 993 square feet, 2886 Center Street, Stevinson, California	Fee simple	-	55,000.00	0.00
Duplex, unable to repair, 1246 E. Weber Avenue, Stockton, California	Fee simple	-	100,000.00	0.00
Vacant land, 2.44 acres, APN 029-300-10, Madera, California	Fee simple	-	35,000.00	0.00
Vacant land, 2.44 acres, APN 029-310-031, Madera, California	Fee simple	-	35,000.00	0.00
Vacant land, 332 S. San Joaquin Street, Stockton, California	Fee simple	-	20,000.00	0.00
Vacant land, 3,750 square feet lot, 15 S. Pilgrim, Stockton, California	Fee simple	-	15,000.00	0.00
Vacant land, 3,027 square feet lot, 119 E. Sonora Street, Stockton, California	Fee simple	-	15,000.00	0.00
Single family residence, 1,344 square feet, 23 Wild Rose Court, Lodi, California	Fee simple	-	98,000.00	0.00
Vacant land, 2.45 acres, APN 326-230-07, Fresno, California	Fee simple	-	35,000.00	0.00
Single family residence, 886 square feet, 4636 Shearer Avenue, Salida, California	Fee simple	-	100,000.00	0.00

Sub-Total > **693,000.00** (Total of this page)

1 continuation sheets attached to the Schedule of Real Property

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE A - REAL PROPERTY

(Continuation Sheet)

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Single family residence, 1,002 square feet, 902 Russell Avenue, Clovis, California	Fee simple	-	82,500.00	0.00
Single family residence, 1,084 square feet, 161 East Avenue, Parlier, California	Fee simple	-	8,500.00	0.00
Single family residence, 1,220 square feet, 2234 Park Street, Selma, California	Fee simple	-	55,000.00	0.00
Vacant land, 2.65 acres, 8338 S. Hayes Avenue, Fresno, California	Fee simple	-	65,000.00	0.00
Single family residence, 1,440 square feet, 9580 Road 244, Terra Bella, California	Fee simple	-	65,000.00	0.00
Single family residence, 2 bedrrom, 1 bath, 1670 Cypress Way, Merced, California	Fee simple	-	75,000.00	0.00

Sub-Total > **351,000.00** (Total of this page)

Total > **1,044,000.00**

(Report also on Summary of Schedules)

Sheet 1 of 1 continuation sheets attached to the Schedule of Real Property

In re Cal State Growth FundCase No. 11-30626

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Bank of Stockton, bank deposits - est.	-	25,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **25,000.00**
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		Loans receivable, Growth Fund 1	-	1,566,799.00
		Loans receivable, Growth Fund 2	-	924,757.00
		Loans receivable, Growth Fund 3	-	1,632,644.00
		Loans receivable, Growth Fund 4	-	1,316,586.00
		Loans receivable, Growth Fund 5	-	1,115,199.00
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

Sub-Total > **6,555,985.00**
(Total of this page)

Sheet 1 of 2 continuation sheets attached
to the Schedule of Personal Property

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.		CMO computer software - resale value - nominal	-	1,000.00
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	1,000.00
(Total of this page)	
Total >	6,581,985.00

Sheet 2 of 2 continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D, N A T U R E O F L I E N, A N D D E S C R I P T I O N A N D V A L U E O F P R O P E R T Y S U B J E C T T O L I E N	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M W I T H O U T D E D U C T I N G V A L U E O F C O L L A T E R A L	U N S E C U R E D P O R T I O N, I F A N Y
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)								
Total (Report on Summary of Schedules)							0.00	0.00

0 continuation sheets attached

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Cal State Growth FundCase No. 11-30626

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Taxes and Certain Other Debts Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Notice only.					
Employment Development Department Bankruptcy/Special Procedures Group P.O. Box 826900 MIC 92E Sacramento, CA 94280-0001	-							0.00
								0.00
Account No.			Notice only.					
Franchise Tax Board Bankruptcy Unit P.O. Box 2952 Sacramento, CA 95812-2952	-							0.00
								0.00
Account No.			Notice only.					
Internal Revenue Service P.O. Box 7346 Philadelphia, PA 19101-7346	-							0.00
								0.00
Account No.			Additional address for notices					
U.S. Department of Justice Civil Trial Division, Western Region Box 683, Ben Franklin Station Washington, DC 20044	-							0.00
								0.00
Account No.								
United States Attorney (For Internal Revenue Service) 501 I Street, Suite 10-100 Sacramento, CA 95814	-							0.00
								0.00
Subtotal								0.00
(Total of this page)							0.00	0.00
Total								0.00
(Report on Summary of Schedules)							0.00	0.00

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Abrica Castaneda 7011 Shoreham Place Stockton, CA 95209		-	Certificates - Growth Fund 2				5,000.00
Account No. Alice H. Wedum, Trustee 4332 College View Way Carmichael, CA 95608		-	Certificates - Growth Fund 4 - additional				20,000.00
Account No. Alice H. Wedum, Trustee 4332 College View Way Carmichael, CA 95608		-	Certificates - Growth Fund 4				30,000.00
Account No. Arnie Castro 6162 Guava Place Newark, CA 94560		-	Certificates - Growth Fund 5				100,000.00
Subtotal (Total of this page)							155,000.00

27 continuation sheets attached

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	H W J C DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Arthur J. Brenes, Trustee 5855 Jensen Road Castro Valley, CA 94552		Certificates - Growth Fund 3 -				5,000.00	
Account No. Barbara E. Gillis Living Trust 1989 Havens End Prescott, AZ 86305		Certificates - Growth Fund 5 -				53,000.00	
Account No. Barbara J. Tocchini 9 Rainbow Circle Danville, CA 94506		Certificates - Growth Fund 3 -				5,000.00	
Account No. Barbara McCrory P.O. Box 959 Penn Valley, CA 95946		Certificates - Growth Fund 5 -				35,000.00	
Account No. Bobbie R. Frisk, Trustee 1606 Springcreek Way Manteca, CA 95337		Certificates - Growth Fund 3 -				30,000.00	
Sheet no. 1 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) 128,000.00

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Certificates - Growth Fund 5				
Brian E. Keating 1989 Havens End Prescott, AZ 86305	-					35,000.00
Account No.		Certificates - Growth Fund 5				
Brian R. Purcha 240 N. Larch Street Anaheim, CA 92805	-					5,000.00
Account No.		Certificates - Growth Fund 1				
Charles Glen Utley 14835 E. 14th Street, Unit 13 San Leandro, CA 94578	-					40,000.00
Account No.		Certificates - Growth Fund 5				
Charles W. Reed P.O. Box 585 Saratoga, CA 95071	-					50,000.00
Account No.		Certificates - Growth Fund 5 - additional				
Charles W. Reed P.O. Box 585 Saratoga, CA 95071	-					4,600.00
Sheet no. 2 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						134,600.00

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Christa A. Leeb-Peters 13741 Marquette Street Westminster, CA 92683		Certificates - Growth Fund 5	-					45,000.00
Account No. Colette Grabowski 1114 Lencoe Drive Stockton, CA 95210		Certificates - Growth Fund 4	-					47,000.00
Account No. Concepcion Herrera 328 E. Canterbury Drive Stockton, CA 95207		Certificates - Growth Fund 3	-					26,000.00
Account No. Connie Huber 1032 Earl Court Stockton, CA 95209		Certificates - Growth Fund 5	-					5,000.00
Account No. Courtney Ashton Jee 93 Parkshore Circle Sacramento, CA 95831		Certificates - Growth Fund 1	-					3,000.00
Sheet no. 3 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims								Subtotal (Total of this page) 126,000.00

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. D.W. Manuel, Trustee 39 Knight Drive San Rafael, CA 94901	-	Certificates - Growth Fund 5				50,000.00	
Account No. Dale Drury, Trustee 8835 Stark Road Stockton, CA 95206	-	Certificates - Growth Fund 5				20,000.00	
Account No. Daryl F. Bothwell, Trustee 5425 Concord Blvd, Unit H3 Concord, CA 94521	-	Certificates - Growth Fund 2				35,000.00	
Account No. David S. Luke 2241 N. Union Road, Unit 257 Manteca, CA 95336	-	Certificates - Growth Fund 2				5,000.00	
Account No. Derick Castaneda 7011 Shoreham Place Stockton, CA 95209	-	Certificates - Growth Fund 2				5,000.00	
Sheet no. 4 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)		115,000.00					

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Certificates - Growth Fund 3				
Diane C. Sorensen 6257 Shenandoah Stockton, CA 95219	-					100,000.00
Account No.		Certificates - Growth Fund 1				
Don L. Van Noy 1141 Port Chelsea Circle Lodi, CA 95240	-					64,500.00
Account No.		Certificates - Growth Fund 1				
Donald E. Randall 24680 Buckhorn Ridge Road Pioneer, CA 95666	-					40,000.00
Account No.		Certificates - Growth Fund 1				
Donald L. Campbell, Trustee 7602 Fickle Hill Road Arcata, CA 95521	-					493,000.00
Account No.		Certificates - Growth Fund 2				
Donald L. Knese 701 Eureka Lane Lodi, CA 95240	-					25,000.00
Sheet no. 5 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						722,500.00

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	H W J C DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Doris E. Musfelt 4849 Grouse Run Stockton, CA 95207	-	Certificates - Growth Fund 5				30,000.00	
Account No. Doris E. Musfelt 4849 Grouse Run Stockton, CA 95207	-	Certificates - Growth Fund 5 - additional				5,035.00	
Account No. Doris M. Privette 425 Lewis Avenue San Leandro, CA 94577	-	Certificates - Growth Fund 3				158,000.00	
Account No. Dorothy M. Dorsett, Trustee 2310 Otto Drive Stockton, CA 95209	-	Certificates - Growth Fund 3				50,000.00	
Account No. Douglas Sabiston 3953 Campolindo Drive Moraga, CA 94556	-	Certificates - Growth Fund 4				25,000.00	
Sheet no. 6 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) 268,035.00

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Legal services				
Downey Brand Attorneys LLP 621 Capitol Mall, 18th Floor Sacramento, CA 95814	-					110,000.00
Account No.		Certificates - Growth Fund 1				
Edward P. Pierce 3432 Hunter Lane Carmichael, CA 95608	-					20,000.00
Account No.		Certificates - Growth Fund 2				
Elizabeth Braley Lund 2482 Parmley Lane Costa Mesa, CA 92627	-					50,000.00
Account No.		Certificates - Growth Fund 1				
Emma Clift, Trustee 2308 Piccardo Circle Stockton, CA 95207	-					2,000.00
Account No.		Certificates - Growth Fund 3				
Ervan E. Frisk 21982 Milton Road Linden, CA 95236	-					10,000.00
Sheet no. 7 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						192,000.00

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Certificates - Growth Fund 5				26,000.00
Eugene H. Lee 14371 Locust Street San Leandro, CA 94579	-					
Account No.		Certificates - Growth Fund 2				100,000.00
Frances B. Pletschet 4536 Everett Avenue Oakland, CA 94602	-					
Account No.		Certificates - Growth Fund 3				50,000.00
Frank E. Hauck 2732 Robinson Creek Lane Elk Grove, CA 95758	-					
Account No.		Certificates - Growth Fund 3				50,000.00
Frank M. King Charitable Remainder Trust P.O. Box 5354 Auburn, CA 95604	-					
Account No.		Certificates - Growth Fund 2				100,000.00
Frederick Hartwell, Jr. 2084 Fenton Way Chewelah, WA 99109	-					
Sheet no. 8 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						326,000.00
Subtotal (Total of this page)						

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Genevieve R. Hodges 3642 N. Orchard Avenue Fresno, CA 93726		-	Certificates - Growth Fund 3			74,000.00
Account No.						
George J. Fischer, Trustee 337 Orchard Drive Fremont, CA 94536		-	Certificates - Growth Fund 2			100,000.00
Account No.						
George N. Obujen, Trustee 1828 Cape Cod Circle Lodi, CA 95242		-	Certificates - Growth Fund 5			35,000.00
Account No.						
George R. Brown 6503 Williamsburg Stockton, CA 95207		-	Certificates - Growth Fund 4			185,000.00
Account No.						
Georgiana Zipse 1129 Dutton Avenue San Leandro, CA 94577		-	Certificates - Growth Fund 4			80,000.00
Sheet no. 9 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						474,000.00

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Glen Klein 2574 E. Paul Fresno, CA 93710	-	Certificates - Growth Fund 3				5,000.00
Account No. Gustavo Herrera 328 E. Canterbury Drive Stockton, CA 95207	-	Certificates - Growth Fund 3				25,000.00
Account No. H. Dean Brown 1002 Halidon Way Folsom, CA 95630	-	Certificates - Growth Fund 1				50,000.00
Account No. Herbert S. Stanek 262 Segovia Place Fremont, CA 94539	-	Certificates - Growth Fund 1				8,000.00
Account No. Howard D. Daniel, Jr., Trustee 19 Mandana Circle Oakland, CA 94610	-	Certificates - Growth Fund 1				145,000.00
Sheet no. 10 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 233,000.00

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	H W J C DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Ida L. Royal 2415 35th Avenue Oakland, CA 94601		Certificates - Growth Fund 2 -				50,000.00	
Account No. Ilse E. Antonelli, Trustee 244 E. Canterbury Drive Stockton, CA 95207		Certificates - Growth Fund 4 -				90,000.00	
Account No. Irene L. Wilson 2107 Stover Way Sacramento, CA 95822		Certificates - Growth Fund 1 -				115,000.00	
Account No. Irene L. Wilson 2107 Stover Way Sacramento, CA 95822		Certificates - Growth Fund 5 -				64,900.00	
Account No. Isabelle C. Hauck 2732 Robinson Creek Lane Elk Grove, CA 95758		Certificates - Growth Fund 3 -				25,000.00	
Sheet no. 11 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) 344,900.00

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Jacqueline L. Lee, Trustee 10465 Leeway Avenue NW Silverdale, WA 98315		-					20,000.00
Account No.							
Jacqueline L. Lee, Trustee 10465 Leeway Avenue NW Silverdale, WA 98315		-					20,000.00
Account No.							
Janet M. Riley 1134 Black Oak Drive Manteca, CA 95336		-					32,500.00
Account No.							
Jeanne Shealor P.O. Box 1560 Fair Oaks, CA 95628		-					1,500.00
Account No.							
Jerold Jee 3028 Gennaker Way Elk Grove, CA 95758		-					11,000.00
Sheet no. 12 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							85,000.00

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Jim B. Cox 182 Ironwood Circle Crossville, TN 38571		-	Certificates - Growth Fund 4			100,000.00
Account No.						
Jim B. Cox 182 Ironwood Circle Crossville, TN 38571		-	Certificates - Growth Fund 5			73,000.00
Account No.						
Joan M. Younger Family Trust 4775 Marlborough Way Carmichael, CA 95608		-	Certificates - Growth Fund 5			95,000.00
Account No.						
Joana H. Jee, Trustee 1707 Olivewood Avenue Manteca, CA 95336		-	Certificates - Growth Fund 4			68,000.00
Account No.						
John C. Johnston, Trustee 35110 Rugby Place Newark, CA 94560		-	Certificates - Growth Fund 5			30,000.00
Sheet no. 13 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						366,000.00
Subtotal (Total of this page)						

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
John D. Hoyt P.O. Box 1382 Grass Valley, CA 95945	-	Certificates - Growth Fund 5				5,000.00
John F. Kiraly, III, MD, Trustee 2407-A W. Vine Street Lodi, CA 95242	-	Certificates - Growth Fund 3				200,000.00
John M. Anderson 10416 Arvilla Avenue NE Albuquerque, NM 87111	-	Certificates - Growth Fund 1				153,500.00
John P. Dunford 217 Felicio Common Fremont, CA 94538	-	Certificates - Growth Fund 2				50,000.00
John Poelstra, Trustee 8700 N. West Lane, Unit 63 Stockton, CA 95210	-	Certificates - Growth Fund 2				10,000.00
Sheet no. 14 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 418,500.00

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Judith E. Laird Anderson, Trustee 4855 Mission Street, Unit 4 San Francisco, CA 94112	-	Certificates - Growth Fund 4				30,000.00
Karen A. Miller, Trustee P.O. Box 251 Eagle, ID 83616	-	Certificates - Growth Fund 1				5,000.00
Katalin Horvath 3400 Wagner Heights Rd Unit 172 Stockton, CA 95209	-	Certificates - Growth Fund 4				69,500.00
Kim Klein 2574 E. Paul Fresno, CA 93710	-	Certificates - Growth Fund 3				15,000.00
Kimberly Smith 1989 Havens End Prescott, AZ 86305	-	Certificates - Growth Fund 5				35,500.00
Sheet no. 15 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 155,000.00

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Kurt Hodges 761 John Kamps Way Ripon, CA 95366		Certificates - Growth Fund 3 -				7,000.00	
Account No. Laila Halsteen 551 Jean Street, Unit 409 Oakland, CA 94610		Certificates - Growth Fund 5 -				20,000.00	
Account No. Lawrence J. Saros 4785 Annadel Heights Drive Santa Rosa, CA 95405		Certificates - Growth Fund 5 -				20,000.00	
Account No. Leonette Belling P.O. Box 1908 Salome, AZ 85348		Note payable -				4,955.00	
Account No. Lorraine M. Force 6900 Buckingham Blvd. Berkeley, CA 94705		Certificates - Growth Fund 4 -				20,000.00	
Sheet no. 16 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) 71,955.00

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Lorraine M. Force, Trustee 6900 Buckingham Blvd. Berkeley, CA 94705		-	Certificates - Growth Fund 4			32,000.00
Account No.						
Lydia Islas, Trustee 1947 Amberwood Court Stockton, CA 95207		-	Certificates - Growth Fund 1			805,000.00
Account No.						
Margaret J. Segmiller 182 Ironwood Circle Crossville, TN 38571		-	Certificates - Growth Fund 2			83,000.00
Account No.						
Margaret P. Reed P.O. Box 585 Saratoga, CA 95071		-	Certificates - Growth Fund 5			46,800.00
Account No.						
Maria M. Nunes 757 Park Avenue Arcata, CA 95521		-	Certificates - Growth Fund 5			68,475.00
Sheet no. 17 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						1,035,275.00

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	H W J C DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Maria Nellie Nunes 757 Park Avenue Arcata, CA 95521		Certificates - Growth Fund 5 -				130,000.00	
Account No. Marsha Feinland 2217 - 1/2 McGee Avenue Berkeley, CA 94703		Certificates - Growth Fund 4 -				45,000.00	
Account No. Marvin P. Miller 3624 Portage Circle North Stockton, CA 95219		Certificates - Growth Fund 2 -				140,000.00	
Account No. Mathew M. Nakata 3118 Kermath Drive San Jose, CA 95132		Certificates - Growth Fund 4 -				10,000.00	
Account No. Megan Elizabeth Jee 805 Harvey Way Sacramento, CA 95831		Certificates - Growth Fund 1 -				2,000.00	
Sheet no. 18 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 327,000.00	

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Certificates - Growth Fund 4				
Michael Myers 1811 Mountain Ranch Avenue Henderson, NV 89012	-					65,000.00
Account No.		Certificates - Growth Fund 3				
Michael S. Islas 4124 Sun River Court Stockton, CA 95207	-					30,000.00
Account No.		Certificates - Growth Fund 1				
Michelle Sallee 3553 E. Nichols Road Galt, CA 95632	-					5,000.00
Account No.		Notice only.				
Mortgage Lenders Service, Inc. 81 Blue Ravine Rd, Suite 100 Folsom, CA 95630	-					0.00
Account No.		Certificates - Growth Fund 2				
N. Jeanne Tucker, Trustee 6234 Shenandoah Place Stockton, CA 95219	-					135,000.00
Sheet no. 19 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						235,000.00

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Certificates - Growth Fund 3				
Norman Carlson 2015 Bandos Lane Auburn, CA 95603	-					96,000.00
Account No.		Certificates - Growth Fund 2				
Norman R. Fratzke P.O. Box 35 Wallace, CA 95254	-					75,000.00
Account No.		Certificates - Growth Fund 2				
Patricia Garrett, Trustee 5909 Rincon Drive Oakland, CA 94611	-					16,000.00
Account No.		Certificates - Growth Fund 2				
Paul L. Poelstra, Trustee 1395 S.E. 64th Court Hillsboro, OR 97123	-					15,000.00
Account No.		Certificates - Growth Fund 2				
Paul L. Silveira, Trustee 16122 Tsireleas Drive Tracy, CA 95304	-					97,500.00
Sheet no. 20 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						299,500.00

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No.			Certificates - Growth Fund 3				225,000.00
Paul T. Costa 2677 Marineview Drive San Leandro, CA 94577		-					
Account No.			Disputed claim				Unknown
Phillip Bernstein, et al., Attorney James L. Pagano Pagano & Kass 96 N. Third Street, Suite 525 San Jose, CA 95112		-		X	X	X	
Account No.			Certificates 0 Growth Fund 4				15,000.00
Phillip M. Duke, Trustee 4105 Harbor View Oakland, CA 94619		-					
Account No.			Certificates - Growth Fund 1				50,000.00
Raymond H. Spoelman, Trustee 4629 Diaz Drive Fremont, CA 94536		-					
Account No.			Certificates - Growth Fund 1				145,000.00
Richard C. Wyant 2817 Golden Rain Road, Unit 3 Walnut Creek, CA 94595		-					
Sheet no. 21 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							435,000.00

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.		-	Certificates - Growth Fund 4				120,000.00
Robert V. Cattey, Trustee 319 Southern Hills Drive Rio Vista, CA 94571							
Account No.		-	Certificates - Growth Fund 4 - additional				100,000.00
Robert V. Cattey, Trustee 319 Southern Hills Drive Rio Vista, CA 94571							
Account No.		-	Certificates - Growth Fund 2				205,000.00
Robin Altree Kirk, Trustee 2115 Ripley Avenue Redondo Beach, CA 90278							
Account No.		-	Certificates - Growth Fund 4				200,000.00
Ronald M. Wiley 895 Cashew Way Fremont, CA 94536							
Account No.		-	Certificates - Growth Fund 5				6,000.00
Rosie Jaureguito, Trustee 1320 Millsbridge Place Lodi, CA 95242							
Sheet no. <u>22</u> of <u>27</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							631,000.00

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	H W J C DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Rosie Jaureguito, Trustee 1320 Millsbridge Place Lodi, CA 95242		Certificates - Growth Fund 5 - additional -				6,000.00	
Account No. Ruth L. Fahrney 2232 Quebec Court Modesto, CA 95356		Certificates - Growth Fund 5 -				31,434.00	
Account No. Ruth Reed, Trustee 1201 Leisure Lane, Unit 7 Walnut Creek, CA 94595		Certificates - Growth Fund 3 -				70,000.00	
Account No. Sabiston Musfelt Mulkey 4849 Grouse Run Stockton, CA 95207		Certificates - Growth Fund 4 -				28,901.00	
Account No. Sadie Boss Jauch, Trustee 1104 Dartmoor Circle Lodi, CA 95240		Certificates - Growth Fund 2 -				15,000.00	
Sheet no. 23 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) 151,335.00

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	H W J C DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Salvador A. Medel, Trustee 2052 Del Rio Drive Stockton, CA 95204		Certificates - Growth Fund 5 -				71,500.00	
Account No. Sidney C. Kotz, Trustee 361 Endicott Court Walnut Creek, CA 94598		Certificates - Growth Fund 3 -				225,000.00	
Account No. Stephanie S. Bercler, Executor P.O. Box 60681 Sacramento, CA 95860		Certificates - Growth Fund 1 -				10,500.00	
Account No. Steven D. Raymond P.O. Box 1072 Berkeley, CA 94701		Certificates - Growth Fund 5 -				5,000.00	
Account No. The Gillis Family Trust 1989 Havens End Prescott, AZ 86305		Certificates - Growth Fund 5 -				34,000.00	
Sheet no. 24 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 346,000.00	

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Thomas A. McCall 100 Monte Cresta Avenue, Apt. 209 Oakland, CA 94612		Certificates - Growth Fund 5	-					10,000.00
Account No. Thomas R. Jurich 990 Jacob Lane Carmichael, CA 95608		Certificates - Growth Fund 4	-					50,000.00
Account No. Tilly S. Leeb, Trustee 3273 Q San Amadeo Laguna Hills, CA 92653		Certificates - Growth Fund 3	-					99,000.00
Account No. Trevor Michael Jee 805 Harvey Way Sacramento, CA 95831		Certificates - Growth Fund 1	-					5,000.00
Account No. Vincent Olmos 527 Applewood Drive Lodi, CA 95242		Certificates - Growth Fund 1	-					20,046.00
Sheet no. 25 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims								Subtotal (Total of this page) 184,046.00

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Violet L. Ingraham 1199 Diablo Avenue, Suite 253 Chico, CA 95973	-	Certificates - Growth Fund 1				51,000.00
Account No. Virginia H. Braley 1124 Estelle Lane Newport Beach, CA 92660	-	Certificates - Growth Fund 4				300,000.00
Account No. W. Urie Walsh 53 Cole Street San Francisco, CA 94117	-	Certificates - Growth Fund 4				10,000.00
Account No. Walter B. Dittus, Trustee 828 S. California Street Lodi, CA 95240	-	Certificates - Growth Fund 3				230,000.00
Account No. Wan Jee 406 Jessie Avenue Manteca, CA 95336	-	Certificates - Growth Fund 1				95,000.00
Sheet no. 26 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 686,000.00

In re **Cal State Growth Fund**Case No. **11-30626**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
William R. Mitchell 1008 Lexington Drive Modesto, CA 95350		Certificates - Growth Fund 3				502,500.00
Account No.						
William R. Mitchell 1008 Lexington Drive Modesto, CA 95350		Certificates - Growth Fund 3 - additional				65,000.00
Account No.						
Yvonne Carlson 2015 Bandos Lane Auburn, CA 95603		Certificates - Growth Fund 3				7,000.00
Account No.						
Account No.						
Sheet no. 27 of 27 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						574,500.00
Total (Report on Summary of Schedules)						9,220,146.00

In re Cal State Growth Fund

Case No. 11-30626

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☒ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
--	--

In re **Cal State Growth Fund**

Case No. **11-30626**

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☒ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
------------------------------	------------------------------

**United States Bankruptcy Court
Eastern District of California**

In re **Cal State Growth Fund**

Debtor(s)

Case No. **11-30626**

Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **40** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **May 20, 2011**

Signature **/s/ Alexander Gomez**

**Alexander Gomez
President**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Eastern District of California**

In re **Cal State Growth Fund**

Debtor(s)

Case No. **11-30626**Chapter **11**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None
☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT
\$-321,518.00

SOURCE
2011: First quarter revenues of \$191,095, loss on sale of REO of \$227,705, less expenses of \$289,532, for net loss of

\$-794,515.00

2010: Revenues of \$760,603, loss on sales of REO of \$480,603, expenses of \$1,157,271, for net loss of

\$-424,859.00

2009: Revenues of \$816,142, expenses of \$1,241,001, for net loss of

2. Income other than from employment or operation of business

- None ☒ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

- None ☒ **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF CREDITORDATES OF
PAYMENTS

AMOUNT PAID

AMOUNT STILL
OWING

- None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF
PAYMENTS/
TRANSFERSAMOUNT
PAID OR
VALUE OF
TRANSFERS
\$0.00AMOUNT STILL
OWING
\$0.00

**Monthly interest payments in
ordinary course of business to
certificate holders**

- None ☒ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND
RELATIONSHIP TO DEBTOR

DATE OF PAYMENT

AMOUNT PAID

AMOUNT STILL
OWING

4. Suits and administrative proceedings, executions, garnishments and attachments

- None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT
AND CASE NUMBER

**Phillip Bernstein, et al., vs. Cal State Home
Loans, et al., case number 1-07-096936**

NATURE OF
PROCEEDING
**Complaint for
damages for
alleged fraud.**COURT OR AGENCY
AND LOCATION

**Superior Court of California, Santa
Clara County.**

STATUS OR
DISPOSITION

**Stayed by
bankruptcy
petition.**

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

CAPTION OF SUIT
AND CASE NUMBERJosephine House vs. Cal State Mortgage Co.,
Inc., et al., case number 1:08-CV-018880NATURE OF
PROCEEDING
**Complaint to
avoid deed of
trust.**COURT OR AGENCY
AND LOCATION**United States District Court, Eastern
District of California.**STATUS OR
DISPOSITION**Settled in
past year.
Nominal
settlement
paid. Deed of
trust
reconveyed.**

- None ☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE
BENEFIT PROPERTY WAS SEIZED

DATE OF SEIZURE

DESCRIPTION AND VALUE OF
PROPERTY**5. Repossessions, foreclosures and returns**

- None ☐ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF
CREDITOR OR SELLERDATE OF REPOSSESSION,
FORECLOSURE SALE,
TRANSFER OR RETURNDESCRIPTION AND VALUE OF
PROPERTY**6. Assignments and receiverships**

- None ☐ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE

DATE OF
ASSIGNMENT

TERMS OF ASSIGNMENT OR SETTLEMENT

- None ☐ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF CUSTODIANNAME AND LOCATION
OF COURT
CASE TITLE & NUMBERDATE OF
ORDERDESCRIPTION AND VALUE OF
PROPERTY**7. Gifts**

- None ☐ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF
PERSON OR ORGANIZATIONRELATIONSHIP TO
DEBTOR, IF ANY

DATE OF GIFT

DESCRIPTION AND
VALUE OF GIFT

8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
-----------------------------------	--	--------------

9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
David C. Johnston Johnston & Johnston 627 13th Street, Suite E Modesto, CA 95354	Pre-petition.	\$26,000, of which \$1,039 was designated for clerk's filing fee.

10. Other transfers

- None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
--	------	--

- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
-------------------------------	------------------------	---

11. Closed financial accounts

- None ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
---------------------------------	--	------------------------------------

12. Safe deposit boxes

- None ☐ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
---	---	----------------------------	--

13. Setoffs

- None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
------------------------------	----------------	------------------

14. Property held for another person

- None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
---------------------------	-----------------------------------	----------------------

15. Prior address of debtor

- None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
---------	-----------	--------------------

16. Spouses and Former Spouses

- None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	--	-------------------	----------------------

- None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

- None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
---------------------------------------	---------------	-----------------------

18 . Nature, location and name of business

- None ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Cal State Growth Fund	68-0112864	P.O. Box 7636 Stockton, CA 95267	Real estate lending	1986 to present

- None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
------	---------

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

- None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Michael A. Butler, CPA Iacopa, Lenz & Company 3031 W. March Lane, Suite 300E Stockton, CA 95219	1987 to present

- None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
Calif. Department of Real Estate	2201 Broadway Sacramento, CA 95818	Audits every other year.

- None ☒ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
------	---------

- None ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
------------------	-------------

20. Inventories

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
-------------------	----------------------	---

- None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
-------------------	---

21. Current Partners, Officers, Directors and Shareholders

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Alexander Gomez P.O. Box 7636 Stockton, CA 95267	President, Director, and Shareholder	39%
Monica Rabena P.O. Box 7636 Stockton, CA 95267	Sec-Tres, Director, and Shareholder	51%
Roxanna Seward P.O. Box 7636 Stockton, CA 95267	Vice-Pres., Director, and Shareholder	10%

22. Former partners, officers, directors and shareholders

- None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

- None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
------------------	-------	---------------------

23 . Withdrawals from a partnership or distributions by a corporation

- None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Alexander Gomez P.O. Box 7636 Stockton, CA 95267 President, director, and shareholder	November 17, 2010, reimbursement of business card expense	\$90.36

24. Tax Consolidation Group.

- None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------------	--------------------------------------

25. Pension Funds.

- None ☒ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------	--------------------------------------

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date May 20, 2011 Signature /s/ Alexander Gomez
Alexander Gomez
President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

**United States Bankruptcy Court
Eastern District of California**

In re **Cal State Growth Fund**

Debtor(s)

Case No. **11-30626**

Chapter **11**

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	<u>Reasonable value of services</u>
Prior to the filing of this statement I have received	\$	<u>26,000.00, of which \$1,039 was for clerk's filing fee</u>
Balance Due	\$	<u>Reasonable value of services as allowed by Court</u>

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify):

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

Representation of the debtor in any adversary proceeding.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: **May 20, 2011**

/s/ David C. Johnston

David C. Johnston 71367

Johnston & Johnston

627 13th Street, Suite E

Modesto, CA 95354

(209) 579-1150 Fax: (209) 579-9420